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:

AFFIDAVIT OF
WILLARD F. POTTER

:

STATE OF NEW JERSEY)
)SS.:
COUNTY OF MORRIS)

WILLARD F. POTTER, being duly sworn, upon his oath, deposes and says:

1. I am a Senior Project Director at de maximis, inc., which firm is principally engaged in the business of environmental consulting.

2. In 1971, I obtained my B.S. in Chemical Engineering from the University of Virginia. A copy of my resume is attached hereto as Exhibit A.

400443

3. I serve as the Facility Coordinator of the groundwater treatment plant at the Chemsol, Inc. Superfund Site (the "Site").

4. On or about October 30, 1996, Richard L. Fitament, Executive Director, and Kevin T. Aiello, Administrator, Environmental Quality, of the Middlesex County Utilities Authority ("MCUA") advised me that the MCUA would not accept any increased discharge flow from the groundwater treatment plant at the Site.

5. On or about March 10, 1997, Thomas Evans, Director, Piscataway Township Department of Public Works, advised me that use of the well located at the car wash on Stelton Road has been discontinued.

6. On or about September 3, 1997, Thomas Evans, Director, Piscataway Township Department of Public Works, advised me that, based on numerous site inspections of the well at the car wash on Stelton Road, the well continues not to be in use.

7. I have reviewed the proposed remedial actions evaluated in the Feasibility Study Report, Chemsol Inc. Superfund Site, June 1997 (the "FS") and described in the Superfund Proposed

Plan, Chemsol, Inc. Superfund Site, Piscataway, Middlesex County, New Jersey, August 1997.

8. Attached hereto as Exhibit B is a cost estimate I prepared for Alternative S-2A (Capping with Soil) that was evaluated in the FS.

9. The FS requires that clean common fill meeting New Jersey soil cleanup criteria be used for cover material for Alternative S-2A.

10. The FS requires that clean common fill meeting New Jersey soil cleanup criteria be used for backfill for Alternative S-3 (Excavation and Disposal).

11. Exhibit B uses a unit cost of $5.33/cubic yard for soil cover material for Alternative S-2A, which unit cost was used for backfill in the cost estimate for Alternative S-3. In my professional opinion, based on my experience, this revision to the FS cost estimate is reasonable and is within the cost estimating tolerances prescribed by the Guidance for Conducting Remedial Investigations and Feasibility Studies Under CERCLA, Interim Final, October 1988.

12. Attached hereto as Exhibit C is a cost estimate I prepared for constructing Alternative S-2A over 5.73 acres of the Site using $5.33/cubic yard for soil cover material. In my professional opinion, based on my experience, these revisions to the FS cost estimate are reasonable and are within the cost estimating tolerances prescribed by the Guidance for Conducting Remedial Investigations and Feasibility Studies Under CERCLA, Interim Final, October 1988.

13. Attached hereto as Exhibit D is a cost estimate I prepared for disposal of the stockpiled soil excavated during the removal of the underground storage tank. The disposal quantity was obtained from the Feasibility Study Report, Chemsol, Inc. Superfund Site, June 1997, Appendix C. In my professional opinion, based on my experience, this cost estimate is reasonable and is within the cost estimating tolerances prescribed by the Guidance for Conducting Remedial Investigations and Feasibility Studies Under CERCLA, Interim Final, October 1988.

14. Attached hereto as Exhibit E is a cost estimate I prepared for constructing Alternative S-2A over 5.73 acres of the Site, using clean common fill at a unit cost of $5.33/cubic yard,

disposing of those soils excavated during the removal of the underground storage tank, and using the remainder of the stockpiled soils as cover material. In my professional opinion, based on my experience, these revisions to the FS cost estimate are reasonable and are within the cost estimating tolerances prescribed by the Guidance for Conducting Remedial Investigations and Feasibility Studies Under CERCLA, Interim Final, October 1988.

15. On or about September 26, 1997, I obtained a verbal cost estimate for disposal of RCRA hazardous soils at Chemical Waste Management, Inc.'s RCRA Subtitle C Hazardous Waste Landfill located in Model City, New York, which estimate was $300/cubic yard for transportation and disposal.

16. Attached hereto as Exhibit F is a cost estimate I prepared for Alternative S-3 using the verbal cost estimate for disposal of RCRA hazardous soils at Chemical Waste Management, Inc.'s RCRA Subtitle C Hazardous Waste Landfill located in Model City, New York. In my professional opinion, based on my experience, this revision to the FS cost estimate is reasonable and is within the cost estimating tolerances prescribed by the

Guidance for Conducting Remedial Investigations and Feasibility Studies Under CERCLA, Interim Final, October 1988.

17. Using the analytical data presented in the Remedial Investigation Report, Chemsol, Inc. Superfund Site, October 1996, including, but not limited to, the figures presented in Appendix H, I estimate the additional soil volume that would be required to be excavated to achieve the State of New Jersey's PCB cleanup criterion of 0.49 ppm to be approximately 6,000 cubic yards.

18. Attached hereto as Exhibit G is a cost estimate I prepared for Alternative S-3 for excavating soil to achieve the State of New Jersey's PCB cleanup criterion and disposing of that soil at a nonhazardous waste landfill. In my professional opinion, based on my experience, this revision to the FS cost estimate is reasonable and is within the cost estimating tolerances prescribed by the Guidance for Conducting Remedial Investigations and Feasibility Studies Under CERCLA, Interim Final, October 1988.

19. Attached hereto as Exhibit H is a cost estimate I prepared for Alternative S-3 for excavating soil to achieve the State of New Jersey's PCB cleanup criterion and disposing of that

soil at a hazardous waste landfill, using the verbal cost estimate for disposal of RCRA hazardous soils at Chemical Waste Management, Inc.'s RCRA Subtitle C Hazardous Waste Landfill located in Model City, New York. In my professional opinion, based on my experience, these revisions to the FS cost estimate are reasonable and are within the cost estimating tolerances prescribed by the Guidance for Conducting Remedial Investigations and Feasibility Studies Under CERCLA, Interim Final, October 1988.

20. The foregoing statements are made to the best of my knowledge and belief.

WILLARD F. POTTER

Sworn and subscribed to
before me this 10th day
of OCTOBER , 1997

Janet Clayter
Notary Public
JANET CLAYTER
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 9/5/2001

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Exhibit A

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Willard F. Potter
Professional Qualifications

Mr. Potter is a Chemical Engineer with twenty five (25) years of diversified environmental project management and engineering experience in the industrial, regulatory and consulting areas. Mr. Potter was formerly Corporate Director of Hazardous Waste Control for Allied-Signal. He was responsible for all Superfund site investigations and negotiations with regulatory agencies. Mr. Potter represented Allied on numerous industry lead potentially responsible party (PRP) groups for Superfund National Priority List (NPL) sites.

As Vice President of Technical Litigation Support Services for Dunn Geoscience Corporation, Mr. Potter represented industrial clients during litigation involving environmental insurance coverage, acquisition and divestiture indemnification issues and agency negotiations.

Mr. Potter's project management experience includes Remedial Investigation/Feasibility Studies (RI/FS), waste minimization, remedial design, RCRA corrective action and development/implementation of an international inspection program for contract waste disposal facilities. His prior work experience also includes six (6) years with USEPA Region III in the NPDES permit program.

Education

B.S., Chemical Engineering, University of Virginia, Charlottesville, Virginia; 1971

Major Projects

- Primary Project Coordinator for PRP Group which conducted a RD/RA for a $3.5MM groundwater treatment facility at a NPL solvent recycling facility in Region II. Activities/responsibilities include coordination and negotiation of work plans, day-to-day management of general contractor, contracting, financial management/tracking and regulatory liaison for PRP Committee. The treatment facility was completed on schedule and is now operating in compliance with permits. The facility design incorporated process automation and remote monitoring to minimize operator coverage.

- Primary Project Coordinator for PRP Group conducting a RD/RA of NPL municipal landfill in Region II. Activities include coordination of a supplemental hydrogeologic investigation to support the design of a groundwater extraction and reinjection system.

- Primary Project Coordinator for a PRP Group conducting a RD/RA of two related NPL sites in the New Jersey Pine Barrens Preservation District. Responsibilities include coordination and communications with multiple contractors, the PRP Group and the NJDEPE. Coordination of ecological assessments, modeling of potential ecological impacts from groundwater extraction and remedial design optimization a major activity. Other significant responsibilities include financial management/invoice review, progress reports, strategy development and public relations program support.

- Technical litigation and case management support for a lawsuit involving over $50 million in environmental damage claims associated with contract of sale indemnification language. Activities include review and critique of proposed remedial activities and cost estimates, file searches, participation at depositions and expert witness testimony.

- Technical litigation and case management support in two (2) environmental insurance coverage lawsuits. Activities include file searches, regulatory research and interviews of potential expert witnesses.

- Original member of Chemical Manufacturers Association's Hazardous Waste Response Center. Activities included site inspections of six (6) NPL sites to provide EPA and State agencies with guidance on the conduct of Remedial Investigations. The group authored CMA's "Hazardous Waste Site Management Plan".

- Provided technical support to NJDEPE during remedial activities at an incineration facility on the NPL. Developed waste compatibility protocol for bulking of containerized waste material.

- Responsible for eight (8) ECRA investigations in New Jersey resulting from major corporate acquisition.

- Responsible for in-house guidance manuals and associated training on Superfund contracting, selection of outside laboratories, assessment of emerging remedial technologies and RI/FS planning activities.

PAPER

Exhibit B

400452

EXHIBIT B

COST ESTIMATE FOR ALTERNATIVE S-2A
CAPPING WITH SOIL

Item	Size or Quantity	Capital Costs ($)	O&M Costs($)	
			Annual	Present Worth
1. DEED RESTRICTION	1LS	25,000		
2. OFFSITE DISPOSAL OF DRUMMED WASTE				
- Sampling and Analysis	10	20,000		
- Well Cuttings	167 drums	23,380		
- Baker Tank Sediment	95 drums	13,300		
- PPE	56 drums	7,840		
- Plastic Sheeting	22 drums	3,080		
- Hose/Wire/Polytubing	3 drums	420		
- Misc. Solid Waste	25 drums	3,500		
3. OFFSITE DISPOSAL OF SOIL STOCKPILE				
- Sampling and Analysis	10	20,000		
- Loading onto Dumpsters	4 days	5,200		
- Transportation and Disposal	1,450 cy	101,500		
4. CAPPING WITH SOIL				
- Site Clearing and Grubbing, Rough Grading and 'Dewatering	12 acres	36,000		
- Soil Cover	12 acres 12-in thick	103,200		
- Topsoil and Seed	12 acres 6-in thick	377,520	2,000	30,740
Subtotal		739,940	2,000	30,740
CONSTRUCTION SUBTOTAL		739,940	2,000	30,740
Health and Safety	10%	73,994		3,074
Bid Contingency	15%	110,991		4,611
Scope Contingency	30%	221,982		
CONSTRUCTION TOTAL		1,146,907	2,000	38,425
Permitting & Legal	5%	57,345		
Services During Construction	10%	114,691		
TOTAL IMPLEMENTATION COSTS		1,318,943		38,425
Engineering & Design	10%	131,894		
TOTAL ESTIMATED COSTS		1,450,837		38,425
NET PRESENT WORTH OF COSTS		**$1,489,262.36**		

5% discount

1. Costs for offsite disposal are based on assumption that all soil and wastes are disposed of at a non-TSCA facility.
2. Costs for soil cover are based on $5.33/cy used by USEPA in Alternative S-3.

Exhibit C

400454

EXHIBIT C

COST ESTIMATE FOR ALTERNATIVE S-2A
CAPPING WITH SOIL

Item	Size or Quantity	Capital Costs ($)	O&M Costs($)	
			Annual	Present Worth
1. DEED RESTRICTION	1LS	25,000		
2. OFFSITE DISPOSAL OF DRUMMED WASTE				
- Sampling and Analysis	10	20,000		
- Well Cuttings	167 drums	23,380		
- Baker Tank Sediment	95 drums	13,300		
- PPE	56 drums	7,840		
- Plastic Sheeting	22 drums	3,080		
- Hose/Wire/Polytubing	3 drums	420		
- Misc. Solid Waste	25 drums	3,500		
3. OFFSITE DISPOSAL OF SOIL STOCKPILE				
- Sampling and Analysis	10	20,000		
- Loading onto Dumpsters	4 days	5,200		
- Transportation and Disposal	1,450 cy	101,500		
4. CAPPING WITH SOIL				
- Site Clearing and Grubbing, Rough Grading and 'Dewatering	5.73 acres	17,190		
Soil Cover	5.73 acres 12-in thick	49,300		
- Topsoil and Seed	5.73 acres 6-in thick	180,270	2,000	30,740
Subtotal		469,980	2,000	30,740
CONSTRUCTION SUBTOTAL		469,980	2,000	30,740
Health and Safety	10%	46,998		3,074
Bid Contingency	15%	70,497		4,611
Scope Contingency	30%	140,994		
CONSTRUCTION TOTAL		728,469	2,000	38,425
Permitting & Legal	5%	36,423		
Services During Construction	10%	72,847		
TOTAL IMPLEMENTATION COSTS		837,739		38,425
Engineering & Design	10%	83,774		
TOTAL ESTIMATED COSTS		921,513		38,425
NET PRESENT WORTH OF COSTS		**$959,938.29**		

discount

1. Costs for offsite disposal are based on assumption that all soil and waste are disposed of at a non-TSCA facility.
2. Costs for soil cover are based on $5.33/cy used by USEPA in Alternative S-3.

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EXHIBIT D

COST ESTIMATE FOR DISPOSAL OF STOCKPILED SOIL

Item	Size or Quantity	Cost ($)
Sampling and Analysis	2 Samples	4,000
Loading into Dumpsters	1 day	1,300
Transportation and Disposal	250 cy	17,500
TOTAL		$22,800

1. Cost for sampling and analysis based on $2,000 per sample and rate of 1 sample per 145 cy used in Alternative S-2A by USEPA.

2. Cost for loading into dumpsters based on $1,300 per day and rate of 362.5 cy of soil loaded per day used in Alternative S-2A by USEPA.

3. Cost for transportation and disposal based on rate used in Alternative S-2A by USEPA and the excavated soil volume associated with the leaking underground storage tank (FS Appendix C).

Exhibit E

400458

EXHIBIT E

COST ESTIMATE FOR ALTERNATIVE S-2A
CAPPING WITH SOIL

Item	Size or Quantity	Capital Costs ($)	O&M Costs($)	
			Annual	Present Worth
1. DEED RESTRICTION	1LS	25,000		
2. OFFSITE DISPOSAL OF DRUMMED WASTE				
- Sampling and Analysis	10	20,000		
- Well Cuttings	167 drums	23,380		
- Baker Tank Sediment	95 drums	13,300		
- PPE	56 drums	7,840		
- Plastic Sheeting	22 drums	3,080		
- Hose/Wire/Polytubing	3 drums	420		
- Misc. Solid Waste	25 drums	3,500		
3. OFFSITE DISPOSAL OF SOIL STOCKPILE				
- Sampling and Analysis	2	4,000		
- Loading onto Dumpsters	1 day	1,300		
- Transportation and Disposal	250 cy	17,500		
4. CAPPING WITH SOIL				
- Site Clearing and Grubbing, Rough Grading and Dewatering	5.73 acres	17,190		
- Soil Cover	5.73 acres 12-in thick	42,900		
- Topsoil and Seed	5.73 acres 6-in thick	180,270	2,000	30,740
Subtotal		359,680	2,000	30,740
CONSTRUCTION SUBTOTAL		359,680	2,000	30,740
Health and Safety	10%	35,968		3,074
Bid Contingency	15%	53,952		4,611
Scope Contingency	30%	107,904		
CONSTRUCTION TOTAL		557,504	2,000	38,425
Permitting & Legal	5%	27,875		
Services During Construction	10%	55,750		
TOTAL IMPLEMENTATION COSTS		641,130		38,425
Engineering & Design	10%	64,113		
TOTAL ESTIMATED COSTS		705,243		38,425
NET PRESENT WORTH OF COSTS		**$743,667.56**		

5% discount

1. Costs for offsite disposal are based on assumption that all soil and wastes are disposed of at a non-TSCA facility.
2. Costs for soil cover are based on $5.33/cy used by USEPA in Alternative S-3.
3. Soil cover costs are reduced because 1,200 cy of stockpiled soil now assumed to be used as soil cover.

400459

Exhibit F

EXHIBIT F

COST ESTIMATE FOR ALTERNATIVE S-3
EXCAVATION AND OFFSITE DISPOSAL

Item	Size or Quantity	Capital Costs ($)	O&M Costs($)	
			Annual	Present Worth
1. EXCAVATION				
- Clearing and Grubbing	3 acres	9,240		
- Temporary Drainage/Dewatering	1 ls	20,000		
- Excavation	18,500 cy	55,000		
- Confirmatory Sampling	160	72,000		
2. OFFSITE DISPOSAL OF DRUMMED WASTE				
- Sampling and Analysis	10	20,000		
- Well Cuttings	167 drums	233,800		
- Baker Tank Sediment	95 drums	13,300		
- PPE	56 drums	7,840		
- Plastic Sheeting	22 drums	3,080		
- Hose/Wire/Polytubing	3 drums	420		
- Misc. Solid Waste	25 drums	3,500		
3. OFFSITE DISPOSAL OF SOIL STOCKPILE				
- Sampling and Analysis	10	20,000		
- Loading onto Trucks	4 days	5,200		
- Transportation and Disposal	1,450 cy	435,000		
4. OFFSITE DISPOSAL OF EXCAVATED SOIL				
- Sampling and Analysis	225	450,000		
- Offsite Transportation & Disposal	18,500 cy	5,550,000		
BACKFILLING				
Imported Common Fill	12 acres 1.5-ft	154,880		
Topsoil and Seed	12 acres 6-in	377,520		
Subtotal		7,430,780	0	0
CONSTRUCTION SUBTOTAL		7,430,780		0
Health and Safety	10%	743,078		0
Bid Contingency	15%	1,114,617		0
Scope Contingency	30%	2,229,234		
CONSTRUCTION TOTAL		11,517,709	0	0
Permitting & Legal	5%	575,885		
Services During Construction	10%	1,151,771		
TOTAL IMPLEMENTATION COSTS		13,245,365		0
Engineering & Design	10%	1,324,537		
TOTAL ESTIMATED COSTS		14,569,902		0
NET PRESENT WORTH OF COSTS	**$14,569,902**			

1. Costs for offsite disposal are based on assumption that all soil and wastes are disposed of at a RCRA facility @ $300/cy.
2. Sample number for offsite disposal of excavated soil is based on NJDEP waste classification requirements consistent with FS.
3. Apparent FS error in well cuttings disposal cost maintained for consistency.

Exhibit G

400462

EXHIBIT G

COST ESTIMATE FOR ALTERNATIVE S-3
EXCAVATION AND OFFSITE DISPOSAL

Item	Size or Quantity	Capital Costs ($)	O&M Costs($)	
			Annual	Present Worth
1. EXCAVATION				
- Clearing and Grubbing	3 acres	9,240		
- Temporary Drainage/Dewatering	1 ls	20,000		
- Excavation	24,500 cy	72,770		
- Confirmatory Sampling	160	72,000		
2. OFFSITE DISPOSAL OF DRUMMED WASTE				
- Sampling and Analysis	10	20,000		
- Well Cuttings	167 drums	233,800		
- Baker Tank Sediment	95 drums	13,300		
- PPE	56 drums	7,840		
- Plastic Sheeting	22 drums	3,080		
- Hose/Wire/Polytubing	3 drums	420		
- Misc. Solid Waste	25 drums	3,500		
3. OFFSITE DISPOSAL OF SOIL STOCKPILE				
- Sampling and Analysis	10	20,000		
- Loading onto Trucks	4 days	5,200		
- Transportation and Disposal	1,450 cy	101,500		
4. OFFSITE DISPOSAL OF EXCAVATED SOIL				
- Sampling and Analysis	298	596,000		
- Offsite Transportation & Disposal	24,500 cy	1,715,000		
BACKFILLING				
Imported Common Fill	12 acres 1.5-ft	154,880		
- Topsoil and Seed	12 acres 6-in	377,520		
Subtotal		3,426,050	0	0
CONSTRUCTION SUBTOTAL		3,426,050		0
Health and Safety	10%	342,605		0
Bid Contingency	15%	513,908		0
Scope Contingency	30%	1,027,815		
CONSTRUCTION TOTAL		5,310,378	0	0
Permitting & Legal	5%	265,519		
Services During Construction	10%	531,038		
TOTAL IMPLEMENTATION COSTS		6,106,934		0
Engineering & Design	10%	610,693		
TOTAL ESTIMATED COSTS		6,717,628		0
NET PRESENT WORTH OF COSTS		**$6,717,628**		

5% discount

1. Costs for offsite disposal are based on assumption that all soil and wastes are disposed of at a non-TSCA facility.
2. Sample number for offsite disposal of excavated soil is based on NJDEP waste classification requirements consistent with FS.
3. 6,000 cy additional soil for sampling and offsite disposal.
4. Apparent FS error in well cuttings disposal cost maintained for consistency.

10/09/A:\EXHIBIT.WB2

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Exhibit H

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EXHIBIT H

COST ESTIMATE FOR ALTERNATIVE S-3
EXCAVATION AND OFFSITE DISPOSAL

Item	Size or Quantity	Capital Costs ($)	O&M Costs($)	
			Annual	Present Worth
1. EXCAVATION				
- Clearing and Grubbing	3 acres	9,240		
- Temporary Drainage/Dewatering	1 ls	20,000		
- Excavation	24,500 cy	72,770		
- Confirmatory Sampling	160	72,000		
2. OFFSITE DISPOSAL OF DRUMMED WASTE				
- Sampling and Analysis	10	20,000		
- Well Cuttings	167 drums	233,800		
- Baker Tank Sediment	95 drums	13,300		
- PPE	56 drums	7,840		
- Plastic Sheeting	22 drums	3,080		
- Hose/Wire/Polytubing	3 drums	420		
- Misc. Solid Waste	25 drums	3,500		
3. OFFSITE DISPOSAL OF SOIL STOCKPILE				
- Sampling and Analysis	10	20,000		
- Loading onto Trucks	4 days	5,200		
- Transportation and Disposal	1,450 cy	435,000		
4. OFFSITE DISPOSAL OF EXCAVATED SOIL				
- Sampling and Analysis	298	596,000		
- Offsite Transportation & Disposal	24,500 cy	7,350,000		
BACKFILLING				
- Imported Common Fill	12 acres 1.5-ft	154,880		
- Topsoil and Seed	12 acres 6-in	377,520		
Subtotal		9,394,550	0	0
CONSTRUCTION SUBTOTAL		9,394,550		0
Health and Safety	10%	939,455		0
Bid Contingency	15%	1,409,183		0
Scope Contingency	30%	2,818,365		
CONSTRUCTION TOTAL		14,561,553	0	0
Permitting & Legal	5%	728,078		
Services During Construction	10%	1,456,155		
TOTAL IMPLEMENTATION COSTS		16,745,785		0
Engineering & Design	10%	1,674,579		
TOTAL ESTIMATED COSTS		18,420,364		0
NET PRESENT WORTH OF COSTS	**$18,420,364**			

1. Costs for offsite disposal are based on assumption that all soil and wastes are disposed of at a RCRA facility @ $300/cy.
2. Sample number for offsite disposal of excavated soil is based on NJDEP waste classification requirements consistent with FS.
3. 6,000 cy additional soil for sampling and offsite disposal.
4. Apparent FS error in well cuttings disposal cost maintained for consistency.

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10/09/A:\EXHIBIT.WB2